

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**



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In the Matter of the Application of Webpass Telecommunications, LLC for a certificate of public convenience and necessity to provide: (i) full facilities-based and resold competitive local exchange service throughout the service territories of Pacific Bell Telephone Company, Verizon California, Inc., SureWest Telephone, and Citizens Telecommunications Company of California, Inc.; and (ii) full facilities-based and resold interexchange service statewide.

A1403007

Application

APPLICATION OF WEBPASS TELECOMMUNICATIONS, LLC

[Public Version]

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Attorneys for Webpass Telecommunications, LLC

Dated: March 4, 2014

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Application of Webpass Telecommunications, Inc. for a certificate of public convenience and necessity to provide: (i) full facilities-based and resold competitive local exchange service throughout the service territories of Pacific Bell Telephone Company, Verizon California, Inc., SureWest Telephone, and Citizens Telecommunications Company of California, Inc.; and (ii) full facilities-based and resold interexchange service statewide.

Application

APPLICATION OF WEBPASS TELECOMMUNICATIONS, LLC

Pursuant to Article I of Chapter 5 of the Public Utilities Code (Section 1001 et seq.), Webpass Telecommunications, LLC (“Applicant”) hereby requests that the Commission issue a certificate of public convenience and necessity (“CPCN”) authorizing Applicant to provide (i) full facilities-based and resold competitive local exchange service throughout the service territories of Pacific Bell Telephone Company, Verizon California, Inc., SureWest Telephone, and Citizens Telecommunications Company of California, Inc.; and (ii) full facilities-based and resold interexchange service statewide.

Applicant intends to provide a variety of retail and wholesale switched and dedicated network and point-to-point (special access) services, which may be utilized for transmission of either voice or data communications.

In providing service, Applicant will operate as a “telephone corporation” (as defined by Public Utilities Code § 234) in its leasing or constructing, as well as operating and

managing, various types of conduits, ducts, cables, and other equipment coming within the definition of a “telephone line,” under Public Utilities Code § 233.

Applicant intends to install its telephone line facilities, such as fiber optic cable and related equipment, primarily in existing conduits and other existing buildings and infrastructure. However, Applicant may need to undertake outside plant construction activities in some locations if, for example, there are no existing conduits or there is inadequate space in the existing conduits. Such activities may include trenching for the installation of underground conduit and the installation of new utility poles, equipment shelters, or other above-ground support structures. Therefore, Applicant is seeking full facilities-based authority.

Applicant expects that any outside plant construction ordinarily would be small in scale, consisting of construction of short conduit extensions or stubs and installations of a limited number of poles or other above-ground facilities. Further, such construction generally would occur in existing roadways or other previously-developed and disturbed rights-of-way.

Thus, Applicant expects that any such projects would fall within one or more categorical exemptions under CEQA.¹ However, Applicant cannot identify, at this time, the specific locations of customers that it may serve. Accordingly, Applicant proposes that the requested grant of full facilities-based construction authority be subject to compliance with the same expedited 21-day environmental review process that has been adopted for similarly-situated carriers.² This process, as described in Decision 13-07-032, would be as follows:

- Applicant shall provide the Commission’s Energy Division with:
 - A detailed description of the proposed project, including:

¹ Available exemptions may include construction projects involving existing facilities (CEQA Guidelines Section 15301), replacement or reconstruction (CEQA Guidelines Section 15302), new construction or conversion of small structures (CEQA Guidelines Section 15303), and construction under other available exemptions.

² See, e.g., Decision 13-07-032, which granted full-facilities-based authority to Vodex Communications Corporation.

- Customer(s) to be served;
- The precise location of the proposed construction project; and
- Regional and local site maps.
- ☐ A description of the environmental setting, including at a minimum:
 - Cultural, historical, and paleontology resources;
 - Biological resources; and
 - Current land use and zoning.
- ☐ A construction work plan, including:
 - Commission Preconstruction Survey Checklist-Archaeological Resources;
 - Commission Preconstruction Survey Checklist-Biological Resources;
 - A detailed schedule of construction activities, including site restoration activities;
 - A description of construction/installation techniques;
 - A list of other agencies contacted with respect to siting, land use planning, and environmental resource issues, including contact information; and
 - A list of permits required for the proposed project.
- ☐ A statement of the CEQA exemption(s) claimed to apply to the proposed project; and
- ☐ Documentation supporting the finding of exemption from CEQA.
- The Commission's Energy Division shall then review the submittal and shall notify Applicant of either its approval or its denial of Applicant's claim for exemption from CEQA review within 21 days from the time that Applicant's submittal is complete.
- If the Commission's Energy Division approves Applicant's claimed CEQA exemption(s), the staff shall prepare a Notice to Proceed (NTP) and file a Notice of Exemption with the State Clearinghouse, Office of Planning and Research.
- If the Commission's Energy Division disapproves Applicant's claimed CEQA exemption(s), the staff shall issue to Applicant a letter which states the specific reasons that the claimed CEQA exemption(s) do not apply to the proposed project.
- If the Commission's Energy Division disapproves Applicant's claimed CEQA exemption(s) and Applicant wishes to pursue the project,

Applicant shall either re-design the specific project and facilities and then reapply for a finding of exemption from CEQA, or file a formal application with the Commission seeking the requisite approval and full CEQA review, before commencing any full facilities-based construction activities.”

Applicant proposes, further, that, at such time as G.O. 170 is implemented, Applicant be authorized to exercise full-facilities-based authority in accordance with the applicable provisions of G.O. 170, rather than pursuant to the foregoing 21-day expedited review process.

In support of this request, Applicant provides the following information:

I. RULE 2.1(A) – INFORMATION REGARDING APPLICANT

Applicant’s exact legal name is Webpass Telecommunications, LLC. Applicant’s principal place of business is 262 7th Street, San Francisco, California, and its telephone number is 415-233-4100.

II. RULE 2.1(B) – CORRESPONDENCE AND COMMUNICATIONS

All communications, correspondence, and pleadings with respect to this application should be directed to:

John L. Clark
Goodin, MacBride, Squeri
Day & Lamprey, LLP
505 Sansome Street, Suite 900
San Francisco, CA 94111
Telephone: (415) 392-7900
Facsimile: (415) 398-4321
E-mail: jclark@goodinmacbride.com

III. RULE 2.2 – CORPORATE DOCUMENTS

A copy of Applicant’s articles of organization and a current certificate of status (good standing) are attached hereto as Exhibit A.

IV. RULE 2.4 – CEQA COMPLIANCE

Applicant's Proponent's Environmental Assessment ("PEA") is attached as Exhibit B.

V. RULE 3.1(A) – DESCRIPTION OF PROPOSED CONSTRUCTION

As noted above, Applicant intends to install its facilities, such as fiber optic cable and related equipment, primarily in existing conduits and other existing buildings and infrastructure. However, Applicant may need to undertake outside plant construction activities in some customer locations if, for example, there are no existing conduits or there is inadequate space in the existing conduits. Such activities may include trenching for the installation of underground conduit and the installation of new utility poles, equipment shelters, or other above-ground support structures.

Applicant expects that such construction ordinarily would be small in scale, consisting of construction of short conduit extensions or stubs and installations of a limited number of poles or other above-ground facilities. Further, such construction generally would occur in existing roadways or other previously-developed and disturbed rights-of-way.

VI. RULE 3.1(B) – LIST OF COMPETITORS, CITIES, AND COUNTIES

Pursuant to Decision No. 97-06-107, applications such as this are exempt from the requirements of this rule.

VII. RULE 3.1(C) - MAP

A map illustrating Applicant's proposed service area is attached hereto as Exhibit C.

VIII. RULE 3.1(D) - PERMITS

No discretionary franchises or health or safety permits will be required for the provision of the services described herein. Applicant will abide by all applicable local

permitting requirements in carrying out any construction activities authorized by the Commission.

IX. RULE 3.1(E) – PUBLIC CONVENIENCE AND NECESSITY

Applicant submits the following in support of its belief that the public convenience and necessity require Commission approval of its application:

A. Applicant's proposed services will be designed to meet the telecommunications needs of subscribers and permit subscribers to realize cost savings in communications services.

B. Commission approval of the instant application will reaffirm the principle of competition in the telecommunication market within California and benefit California telephone users by providing (i) lower-priced and better-quality service, (ii) innovative telecommunications services, (iii) efficient use of existing communications resources and increased diversification and reliability in the supply of communications services, and (iv) development and expansion of the telecommunications industry in California with attendant employment opportunities for California customers.

C. 47 U.S.C. § 253(a) establishes a national policy favoring competition in the provision of telecommunication services and prohibiting any regulation or other legal requirement that prohibits or has the effect of prohibiting any entity from providing a telecommunications service.

X. RULE 3.1(F) AND (G) – ESTIMATED COST OF CONSTRUCTION AND METHOD OF FINANCING

Applicant has no current specific construction plans and therefore cannot provide an estimate of construction costs. However, any construction activities undertaken by Application will be funded through financing procured from private sources or through operations.

XI. RULE 3.1(H) – STATEMENT OF PROPOSED RATES

Applicant does not expect to provide any services under tariffs. Therefore, Applicant has not included a draft tariff with this application.

XII. RULE 3.1(I) – GENERAL ORDER 104-A

No matters that must be reported pursuant to section 2 of G.O. 104-A, have occurred. Moreover, Applicant does not anticipate that it will obtain any services from affiliates that would require reporting under G.O. 104-A.

XIII. RULE 3.1(J) – NUMBER OF CUSTOMERS

Applicant estimates that it will serve 100 customers during the first year and 500 customers during the fifth year of operations under its requested authority.

XIV. TECHNICAL QUALIFICATIONS AND FITNESS SHOWING

Applicant is managed by a highly qualified team, including its Charles Barr, its founder and managing member. Applicant's affiliate, Webpass, Inc., has operated for over 10 years as an internet service provider serving residential and business customers in the San Francisco, Oakland, San Diego, and Miami urban areas. Applicant's management team, who also manage and operate the Webpass, Inc. ISP business, have significant experience in modern network operations and design and are well-positioned to leverage their experience and expertise to expand the affiliated Webpass operations to include traditional wholesale and retail telecommunications, such as switched voice, and private network services, and point-to-point special access services. Exhibit D contains resumes of Applicant's management team (including all officers, directors, owners of 10% or greater interests, and individuals occupying management positions) showing all employment.

Attached as Exhibit E is an affidavit submitted on behalf of Applicant in compliance with Ordering Paragraphs 4 and 14 of Decision 13-05-035.

XV. FINANCIAL ABILITY

Applicant has submitted, under seal, as Exhibit F to this application, documentation demonstrating the funding of its savings account statement with cash resources in excess of \$100,000, plus additional amounts sufficient to cover any deposits that may be required by underlying carriers. At this time, Applicant is unable to ascertain the specific deposit amounts, if any, that will be required. Deposit requirements vary from vendor to vendor and may depend on the type and volume of services or facilities. Often, no deposits are required. If deposits are required, Applicant does not expect that the total amount of deposits will exceed \$25,000 and, therefore, consistent with Commission practice, the showing of cash resources demonstrates access to such additional amount. Based on the foregoing, Applicant has shown that it meets the Commission's financial fitness requirements.

XVI. NONDOMINANT CARRIER STATUS

Applicant requests that it be accorded the same streamlined regulatory treatment previously accorded to other CLECs as set forth in D.96-02-075 and as adopted for NDIECs, including, without limitation, the following: exemption from the provisions of Public Utilities Code §§ 816-830 (pertaining to the issuance of stocks and securities) and Public Utilities Code § 851 (pertaining to the transfer or encumbrance of utility assets when such transfer or encumbrance is for the purpose of securing debt), and exemption from any requirement to maintain its books and records in accordance with the Uniform System of Accounts specified in 47 CFR Part 32, consistent with D.99-02-038.

XVII. SCOPING INFORMATION

Proposed Category: Applicant proposes that the Commission classify this proceeding as ratesetting. Although this Application does not affect rates, the definitions of "adjudicatory" or "quasi-legislative" clearly do not apply to this application. Under the

Commission's rules, when a proceeding does not clearly fit any of the categories, it should be conducted under the ratesetting procedures. See, Rule 7.1(e)(2).

Need for hearing: No hearing is needed for the Commission to act on Applicant's request.

Issues to be considered: The sole issues in this proceeding are whether the Applicant has the requisite financial and technical qualifications to provide service.

Proposed Schedule: Applicant proposes the following schedule:


April 2014 - Final date for protests; application deemed submitted.

May 2014 - Commission decision issued granting application.

WHEREFORE, Webpass Telecommunications, LLC requests that the Commission grant this application and issue a certificate of public convenience and necessity authorizing Applicant to provide full facilities-based and resold local exchange and interexchange telecommunications services, as set forth above.

Respectfully submitted March 4, 2014 at San Francisco, California.

GOODIN, MACBRIDE, SQUERI,
DAY & LAMPREY, LLP
John L. Clark
505 Sansome Street, Suite 900
San Francisco, California 94111
Telephone: (415) 392-7900
Facsimile: (415) 398-4321
Email: jclark@goodinmacbride.com

By 
John L. Clark
Attorneys for Webpass Telecommunications, LLC

**VERIFICATION AND SWORN AFFIDAVIT
ON BEHALF OF WEBPASS TELECOMMUNICATIONS, LLC**

My name is Charles Barr. I am the managing member of Webpass Telecommunications, LLC. (Applicant). My personal knowledge of the facts stated herein has been derived from my employment with Applicant.

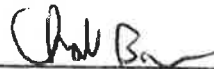
I affirm that Webpass Telecommunications, LLC:

- agrees to comply with all federal and state statutes, rules, and regulations, for a Certificate of Public Convenience and Necessity (CPCN) and state contractual rules and regulations, if granted the request as stated in this application; and
- certifies that all answers to the attached Application for a CPCN are true and correct;
- agrees, that in the event Applicant's request for a CPCN granted, Applicant will post a continuous performance bond (i.e., there will be no termination date on the bond) in the amount of \$25,000, issued by a corporate surety company authorized to transact surety business in California, and with the Commission listed as the obligee on the bond; and, further, that Applicant will provide a copy of the executed performance bond to the Director of the Communications Division with the written notification to the Commission of acceptance of operating authority.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, all of the statements and representations made in this Application are true and correct.

Dated: _____

3/4/14



Charles Barr, Managing Member

EXHIBIT A

ARTICLES OF INCORPORATION AND GOOD STANDING CERTIFICATE



State of California
Secretary of State

LLC-1

File # 201228910516

Limited Liability Company
Articles of Organization

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

OCT 10 2012

A \$70.00 filing fee must accompany this form.

Important - Read instructions before completing this form.

This Space For Filing Use Only

Entity Name (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

1. NAME OF LIMITED LIABILITY COMPANY

Webpass Telecommunications, LLC

Purpose (The following statement is required by statute and should not be altered.)

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

Initial Agent for Service of Process (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).)

3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

Charles Barr

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE

262 7th Street

San Francisco CA 94103

Management (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:

☒ ONE MANAGER

☐ MORE THAN ONE MANAGER

☐ ALL LIMITED LIABILITY COMPANY MEMBER(S)

Additional Information

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

Execution

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

October 9, 2012

DATE

SIGNATURE OF ORGANIZER

John L. Clark

TYPE OR PRINT NAME OF ORGANIZER

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: WEBPASS TELECOMMUNICATIONS, LLC

FILE NUMBER: 201228910516
FORMATION DATE: 10/10/2012
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 25, 2014.

Debra Bowen

DEBRA BOWEN
Secretary of State

HSD

EXHIBIT B

PROPONENT'S ENVIRONMENTAL ASSESSMENT

Applicant intends to install its facilities, such as fiber optic cable and related equipment, primarily in existing conduits and other existing buildings and infrastructure. In accordance with the Commission's determination in Decision No. 99-10-025, no material adverse environmental impacts will result from such activities because no external construction will be involved. *See*, Decision No. 99-10-025, mimeo., at p. 7.

However, Applicant may need to undertake outside plant construction activities in order to serve some customer locations if, for example, there are no existing conduits or there is inadequate space in the existing conduits. Such activities may include trenching for the installation of underground conduit and the installation of new utility poles, equipment shelters, or other above-ground support structures.

Applicant expects that such construction ordinarily would be small in scale, consisting of construction of short conduit extensions or stubs and installations of a limited number of poles or other above-ground facilities. Further, such construction generally would occur in existing roadways or other previously-developed and disturbed rights-of-way. As the Commission has recognized, previously, it can be expected that such projects would fall within one or more categorical exemptions under CEQA. *See, e.g.*, Decision 13-07-032, which granted full-facilities-based authority to Vodex Communications Corporation, subject to compliance with an expedited 21-day environmental review process.

To assure that there would be no significant adverse environmental impacts from any such construction, Applicant would follow the procedure described in Decision 13-07-032 to

establish whether or not CEQA exemptions apply.³ If a determination is made that the proposed construction is not exempt, Applicant would file a new application for approval of the contemplated project.

Applicant submits that the foregoing process assures that it can be seen with certainty that there is no possibility that grant of the instant application may have a significant adverse effect on the environment.

³ This procedure is described in the opening paragraphs of the instant application.

EXHIBIT C

SERVICE AREA MAP

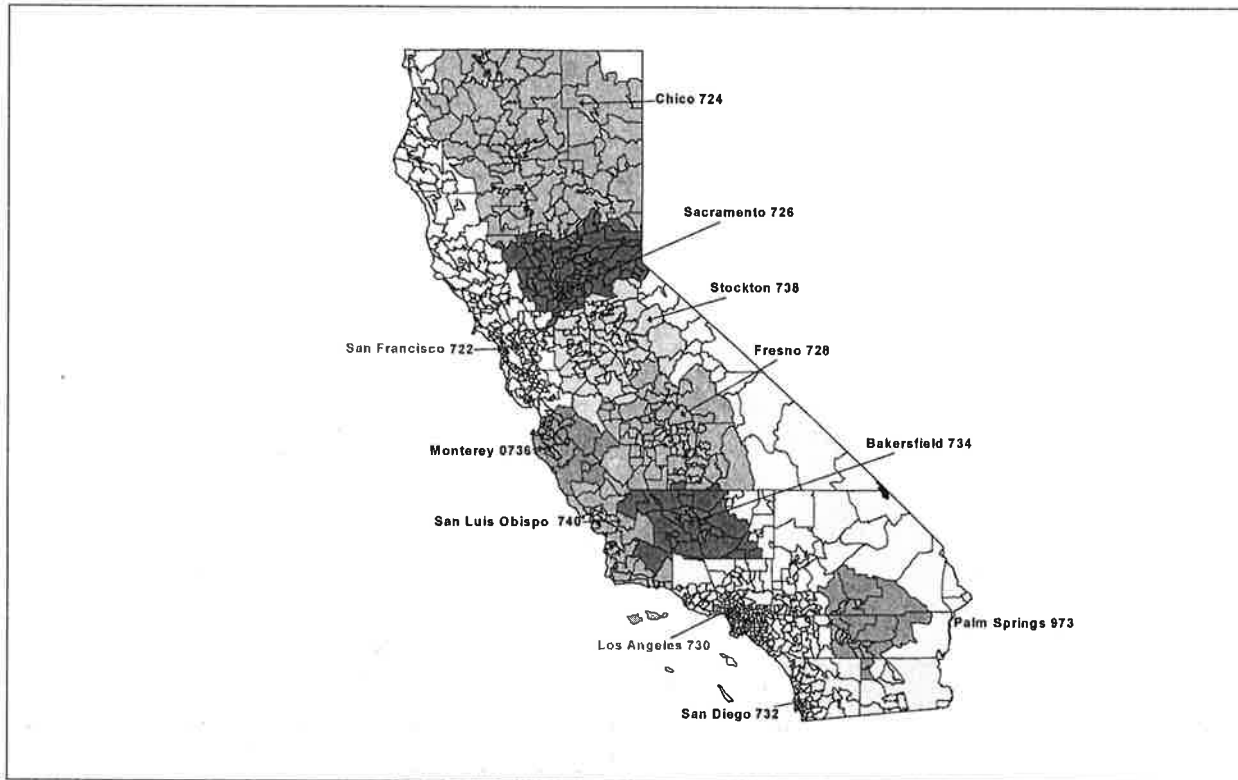


EXHIBIT D

RESUMES

Charles Barr
(415) 233-4100
charles@webpass.net

Experience

Webpass Inc, November 2003 – Present

President and founder of a building specific Internet service provider utilizing wireless and Ethernet technology to deliver exceptionally high bandwidth to residential customers in the MDU market and commercial customers in San Francisco, Oakland, San Diego, and Miami.

UnitedLayer LLC, August 2003 – November 2003

Network Manager & Sales Representative responsible for development of new clients for a small co-location and Internet bandwidth provider in San Francisco. Responsibilities included sales development, proposal creation, and business development while simultaneously managing the internal technical support team, daily operations, and customer support.

Internet Archive, February 2002 – April 2003

Data Center Manager responsible for the growth and maintenance of a world-class data center supporting an international digital library. Responsibilities include planning for growth of existing infrastructure, monitoring and maintenance of over 500 servers, budget responsibility for the data center, and networking support with the programming group to ensure effective product development.

San Francisco State University, January 2002 – June 2002

Instructor for classroom training based on the Microsoft Official Curriculum covering Windows 2000 Professional, Server, Advanced Server, and Active Directory. Responsibilities include delivering lectures explaining role of the 2000 operating system and Active Directory, preparing lab materials, and ensuring all students gain the knowledge required to achieve their individual career goals.

Gravity People, September 2001 – January 2004

Network Consultant responsible for migrating the internal Windows network to a native mode Windows 2000 domain and installing Exchange 2000 to replace the ISP provided POP mailboxes. Replaced the existing Internet connection with a new frame relay line using a Cisco 1720 router and a Netscreen 10 firewall. Additional systems installed during the migration included Norton Antivirus Corporate Edition, Arcserve 2000, IIS, Indexing Server, and OWA. Currently on call to troubleshoot any issues if they arise.

Bind Network Solutions, December 2000 - June 2001

Solutions Consultant and Project Manager developing tactical and strategic networking solutions for clients in the San Francisco area. Managed engineering teams to implement the client's preferred solution within time and budget constraints. Additional responsibilities included creating effective sales proposals and presentations to educate potential clients about Bind's product offerings and business value. Representative clients include Bang Networks, Greene Radovsky Maloney & Share, Primacork, and Purcell Murray.

Chase H&Q, August 2000 – November 2000

Network Lead managing a team of five engineers responsible for all Cisco devices and network connectivity throughout the private network. The network supported 1200 users in a San Francisco campus environment as well as remote offices throughout the United States. Additional responsibilities included designing a network integration plan after the merger with Chase, providing support to two trading floors on the West Coast, and daily problem resolution.

Gateway Learning Corporation, March 2000 – July 2000

Network Manager overseeing an NT network that serves the needs of 125 employees in two locations with a staff of four engineers. Responsible for the design and implementation of the NT network and a company wide migration from legacy Novell based systems. Installed Exchange as the messaging system, Norton System Center as the anti-virus solution, dedicated print servers, dedicated file servers, Systems Management Server as the network management solution, Internet Information Server as a web site development area, replaced the existing WAN with a VPN based on Netscreen firewalls, and set up a company wide help desk.

Thoth Networking Inc., March 1998 – March 2000

Principal of a full service network consulting and integration company focused on the needs of small to mid-sized businesses. Responsibilities included all aspects of running a successful business including but not limited to managing two employees, financing, marketing, and customer network implementations. All networking aspects were included in the service provided including WAN & LAN installations, VPN installations, server installations, networking equipment installations, application rollouts, and general networking troubleshooting. Representative clients include Computer Learning Centers, Alexa Internet, Highway One, California Investment Trust, Willow Creek Capital Management and Sumitomo Bank. The business was sold to Proactive Network Consulting.

KC/future planning, inc., 1997 – March 1998

Project Manager/Senior Consultant responsible for complete turnkey design and installation of cable infrastructure, LAN technology selection, and LAN implementation. Duties included designing cabling systems,

logical network topologies, network equipment selection, and overall project responsibility. Acting as the main customer contact, I directed staff activities to ensure all of the client's objectives and deadlines were met. Client satisfaction was monitored continuously through weekly project meetings, daily telephone conversations and e-mail correspondence of deliverables. Representative clients include Network Equipment Technologies, Electronic Arts, Hitachi PC Corporation, Brobeck Phleger & Harrison, and Gensler & Associates.

COMSUL Ltd., 1996

Voice and data analyst responsible for all aspects of cable infrastructure projects. Duties included designing cabling systems, meeting with clients to discuss options, writing Requests for Proposals, creating communication drawings, sending jobs to bid, on-site inspections, monitoring Requests for Information, and responding to change orders. Data duties included basic design of LANs and WANs, meeting with clients to discuss the benefits and drawbacks of different protocols (ATM Fast Ethernet), budgetary pricing, and hardware selection. Representative clients include Genencor International, Miller Freeman, Elihu State Office Building, Merrithew Memorial Hospital, Foothill DeAnza Community College, Redwood City Hall, and the University of California at Davis.

Education

Microsoft Certified Systems Engineer – Windows 2000, May 2001

Microsoft Certified Systems Engineer, October 1998

Certification Number 1075904

Microsoft Certified Professional, July 1998

HP OpenView Training for UNIX and NT, March 1998

Registered Communications Distribution Designer, November 1996

Certification Identification Number 99964

SYSTIMAX Authorized, September 1996

Panduit Certified, March 1996

Certified Novell Engineer, January 1996

Certified Novell Administrator, October 1995

Bachelor of Business Administration, May 1995

International Business, Loyola University, New Orleans

Ed Florence, RCDD
(619)306-0008

Experience

Webpass, Inc.

General Manager
December 2012 - Present

Volt Telecom Group

Engineering Manager
March 2010 - March 2012

Tel-Tech Plus

Project Manager
May 2005 - March 2010

Spectrum Communications

Project Foreman
July 2003 - April 2005

Network Infrastructure Corporation

Project Foreman
May 1999 - October 2002

Tele-Data Services

Project Foreman
May 1997 - April 1999

Data Com

Project Foreman
February 1996 - May 1997
Skills and Training

Education

Associated Technical College

Diploma Telecommunications Technology
September 1995

Brian M. Patton

440 Lombard Street • San Francisco, CA 94133
(847) 909-5717
Bpatton614@yahoo.com

EXPERIENCE:

Webpass, Inc. (February 2014 – Current)

Controller

As Controller of a San Francisco based ISP, my role is the lead the Accounting team in all financial aspects.

- Responsible for leading Accounting and Finance team.
- Responsible for corporate payroll.
- Lead audit process with outside firm.
- Manage employees responsible for A/R and A/P.

Able Services, Inc. (January 2012 – January 2014)

Finance Manager, Able Engineering and Janitorial (January 2012 – Current)

As Finance Manager for a \$800M Engineering and Janitorial company, my role is to lead a 10 person team of Accountants, the Corporate Payroll Manager, and Billing Specialists.

- Responsible for managing many aspects of monthly GAAP close including revenue recognition, reviewing flux analysis, and Management reports.
- Manage employee responsible for Corporate Payroll – 355 employees.
- Lead billing process of \$65M per month for 3,500 nationwide accounts.
- Lead budgeting process resulting in creation of calendar year forecasts of 1,200 clients.
- Responsible for collection and analysis of \$50M in open receivables.
- Review credit and new customer process in order to onboard accurately and responsibly.
- Team lead for ERP installation of Microsoft AX Dynamics.

Enterprise Holdings, Inc. (July 2003 – September 2011)

Business Manager / Assistant Controller, Enterprise Fleet Management, May – September 2011

As a Business Manager of the Fleet Management division, my role was to lead an 11-person administrative team that was responsible for accounting, collections, operations, and customer service. My responsibilities included credit approval, monthly financial statement review, and employee development.

- Led GAAP financial statement review for organization with 5,600 units and revenues of \$10M.
- Responsible for monthly commission review and approval as well as maintaining pay plans.
- Led budgeting and forecasting review that incorporated financial and sales goals for the fiscal year.
- Approved credit of over \$12M that produced 25 new accounts.
- Ran collections department that reduced past due percentage by 50%.
- Led customer service team that achieved excellent survey scores compared with the national average.

Accounting Manager, Enterprise Rent-A-Car, August 2010 – May 2011

As an Accounting Manager for the Chicago group office, my role was to lead a 13-person administrative team that was responsible for accounting, license & title, and customer service. My responsibilities included reviewing group-level general ledger schedules, preparing financial statements, conducting monthly performance reviews, providing management with business trends analysis, and conducting special projects addressing expense reduction.

- Led GAAP financial statement review and close for group with 21,000 vehicles and revenues of \$200M.
- Training and management resulted in promotion of one employee to Manager and one to Supervisor.
- Compared financial results to forecast and communicated trends and analysis to management.
- Ran violations team that fielded 300+ calls daily. Improved process that reduced team expenses by 20%.
- Managed license & title team that registered 21,000 vehicles per year on time.
- Implemented more efficient payables process that resulted in personnel savings of 15% annually.

Accounting Supervisor, Enterprise Rent-A-Car, January 2006 – August 2010

As an Accounting Supervisor for a Chicago region, I oversaw preparation of accurate and timely financial statements for rental division and employee development of accounting team. My responsibilities included supervising four employees, supervising financial statement completion, and ensuring efficient day-to-day functionality of the accounting department, including processing of payables and receivables.

- Led GAAP financial statement review and close for region with 4,000 vehicles and revenues of \$50M.
- Training and management resulted in promotion of two employees to Supervisor level.
- Reduced bad debt expense by 25% annually through process improvement with dealerships.
- Led process that reduced violation expenses by 40% through implementing more organized approach.

Financial Statement Accountant, Enterprise Rent-A-Car, January 2003 – January 2006

As the Financial Statement Accountant, I ran the monthly statement process of the entire rental region to ensure financials were accurate and timely and reconciled balance sheet schedules on a monthly basis. I oversaw the day-to-day responsibilities of a team of four Staff Accountants and was responsible for general accounting functions.

- Served as primary accountant on creating financial statements in accordance with GAAP, booking journal entries, and creating general ledger schedules.
- Created enhanced reporting for expense tracking. Created a competition between retail branch managers using this matrix that resulted in a fun environment of expense tracking.

Friedman, Goldberg, Mintz & Kallergis, LLC**Staff Accountant, April 2002 – May 2003**

As a Staff Accountant, I worked in the public accounting and tax department. My responsibilities included working on audits, reviews, compilations, tax issues, and special projects with a number of companies.

EDUCATION:

Kelley School of Business, Indiana University. Graduated with B.S. in Business, May 2002.

Major: Accounting & Finance with concentration in International Studies.

Studied fundamentals of accounting and finance, including financial accounting, cost and managerial accounting, basics of capital markets, and corporate financial analysis.

Christopher Blake Drager
2926 Franklin Street
San Francisco, CA, 94123
415-637-1328

Work History

Webpass – San Francisco, CA
VP Technology 2011 – present

- responsible for management of network operations, tech support, and development teams

Webpass – San Francisco, CA
Network Administrator 2008 – 2011

- responsible for development and maintenance of network operations

Webpass – San Francisco, CA
Network Technician 2006 – 2008

- performed residential installs, customer support, and all network support

Independent Contractor – San Francisco, CA
Server & Network Administrator 2002 – 2006

- performed installs, upgrades, and maintenance for datacenter clients and small businesses

Joshua Grosser
547 19th Ave
San Francisco, CA 94121

Professional Experience

Webpass, Inc. - December 2008 – Present

Vice President of Sales
San Francisco, CA

Level 3 Communications – March 2008 – November 2008

Major Accounts Director
San Francisco, CA

Wiline Networks – January 2006 – March 2008

Commercial Sales Manager
Foster City, CA

Cintas – February 2003 – December 2005

Major Account Manager
South San Francisco, CA

Enterprise Rent-A-Car – June 2001 – February 2003

Management Training Program
Corporate Account Manager
San Francisco, CA

Jake Stanello – Work History

- October 2003 – June 2005, October 2005 – May 2006

Hardee's of Rutledge
7865 Rutledge Pike
Rutledge, TN 37861

Shift Leader

- June 2005 – September 2005, May 2006 – June 2008

Advanced Imports/RX-7 Store
3500 Millikin Ct
Columbus, OH 43228

Rotary Engine Technician

- June 2008 – Current

Webpass
262 7th St
San Francisco, CA 94103

Operations Manager

EXHIBIT E

Sworn Affidavit on Behalf of Applicant

I affirm that neither Applicant, any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of Applicant, nor anyone acting in a management capacity for Applicant: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) been convicted of a felony; (d) been to my knowledge the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; or (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

To the best of Applicant's knowledge, neither Applicant, any affiliate, officer, director, partner, or owner of more than 10% of applicant, nor any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge, the foregoing and all other statements and representations made in this Joint Application, including the attachment to this sworn affidavit, are true and correct.

Dated: _____

3/4/14



Charles Barr, Managing Member

EXHIBIT F

FINANCIAL SHOWING

[submitted under seal]

CERTIFICATE OF SERVICE

I, Sandra DiLuzio, certify that I have on this 10th day of March 2014 caused a copy of the foregoing

**APPLICATION OF WEBPASS
TELECOMMUNICATIONS, LLC**

[PUBLIC VERSION]

to be served via hand-delivery as follows:

Chief ALJ Karen V. Clopton
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102-3214

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of March 2014 at San Francisco, California.


Sandra DiLuzio